

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

DELPHI CORPORATION., et al.,  
Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

**ORDER**

Upon consideration of the Motion of Entergy For (I) Relief From Stay to Exercise Setoff and/or Recoupment Rights Pursuant to Section 553 of the Bankruptcy Code, and (II) Other Related Relief (the “Motion”);<sup>1</sup> and sufficient notice of the Motion having been given to parties in interest as required under the circumstances; and it appearing that no other or further notice of the Motion need to be given; and the Court having determined that good cause exists for granting the relief requested in the Motion; and objections to the Motion, if any, having been withdrawn or overruled; and after due deliberation and sufficient cause appearing therefore, it is hereby so

**ORDERED** that the Motion is granted; and it is further

**ORDERED** that the automatic stay is hereby lifted, along with any stay imposed by the Final DIP Financing Order, so as to authorize the immediate exercise of setoff and/or recoupment rights by Entergy against the Debtors of the Entergy Claim against the Security; and it is further

**ORDERED** that the Debtors and Entergy are authorized to take all necessary steps to implement the terms of this Order; and it is further

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<sup>1</sup> All undefined capitalized terms herein shall have the same meaning as set forth in the Motion.

**ORDERED** that the relief set forth in this Order is without prejudice to Entergy's right to file a proof of claim in the Debtors' chapter 11 cases and recover upon its Deficiency Claim; and it is further

**ORDERED** that this Court shall retain jurisdiction regarding the implementation of this Order.

SO ORDERED BY THE COURT:

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United States Bankruptcy Judge